

RECORDATION NO. 19079-E FILED

JUN 08 '07 -9 4 5 AM

SURFACE TRANSPORTATION BOARD

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ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

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OF COUNSEL
URBAN A. LESTER

May 31, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of May 31, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Commission under Recordation Number 19079.

The names and addresses of the parties to the enclosed document are:

Assignor: Eastman Chemical Company
P. O. Box 511
Kingsport, Tennessee 37662

Assignee: Westlake Longview Corporation
2801 Post Oak Blvd., Suite 600
Houston, Texas 77056

Mr. Vernon A. Williams
May 31, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

109 plastic pellet hopper cars: ETCX 158701 - ETCX 158810, except ETCX 158746.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 08 '07 -9 4 5 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement is made and entered by and between Eastman Chemical Company, a Delaware corporation ("Assignor"), and Westlake Longview Corporation, a Delaware corporation ("Assignee") and, for the express purposes set forth in the Assignment, Assumption and Amendment Agreement (defined below), U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), not in its individual capacity except as set forth in the Participation Agreement but solely as owner trustee ("Owner Trustee"), and General Electric Capital Corporation, a Delaware corporation (successor by assignment to General Foods Credit Investors No. 2 Corporation), as owner participant (the "Owner Participant").

Assignor and Assignee hereby affirm and acknowledge that:

1. Assignor is a party to (i) that certain Equipment Lease Agreement (ECC Trust No. 1994-1) dated as of December 2, 1994 between Owner Trustee, as lessor, and Assignor, as lessee, as supplemented by that certain Lease Supplement (ECC Trust No. 1994-1) No. 1 dated December 2, 1994 between Owner Trustee, as lessor, and Assignor, as lessee (as amended, modified or otherwise supplemented prior to the date hereof, the "Lease Agreement"), (ii) that certain Participation Agreement (ECC Trust No. 1994-1) dated as of December 2, 1994 (as amended, modified or supplemented prior to the date hereof, the "Participation Agreement") among Assignor, as lessee, Owner Trustee, and the Owner Participant, as owner participant, and (iii) certain other Operative Agreements entered into in connection therewith and the transactions contemplated thereby.

2. Pursuant to that certain Assignment, Assumption and Amendment Agreement dated as of the May 31, 2007 among Assignor, Assignee, Owner Trustee and the Owner Participant (the "Assignment, Assumption and Amendment Agreement"), for good and valuable consideration, Assignor has agreed to transfer to Assignee, and Assignee has agreed to assume from Assignor, all of Assignor's right, title and interest in, to and under, and all of Assignor's obligations under or in respect of, the Lease Agreement, the Participation Agreement and each of the other Operative Agreements, including certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Lease Agreement.

2. Assignor and Assignee further acknowledge and affirm that this Memorandum of Assignment and Assumption Agreement is not a summary of the Assignment, Assumption and Amendment Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Assignor and Assignee hereby agree that in the event of a conflict between this Memorandum of Assignment and Assumption Agreement and the provisions of the Assignment, Assumption and Amendment Agreement, the provisions of the Assignment, Assumption and Amendment Agreement shall control.

3. This Memorandum of Assignment and Assumption Agreement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49

U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

4. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

[signature page follows]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be duly executed as of May 31, 2007.

ASSIGNOR:

ASSIGNEE:

EASTMAN CHEMICAL COMPANY

WESTLAKE LONGVIEW CORPORATION

By: Michael Watts

By: _____

Name: Michael Watts

Name:

Title: Assistant Treasurer

Title:

OWNER TRUSTEE:

OWNER PARTICIPANT:

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

GENERAL ELECTRIC CAPITAL
CORPORATION

By: _____

By: _____

Name:

Name:

Title:

Title:

STATE OF Tennessee)
) SS:
COUNTY OF Sullivan)

On this 31 day of May, 2007, before me personally appeared Michael Watts, to me personally known, who being duly sworn, says that (s)he is Assistant Treasurer of Eastman Chemical Company, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)



Rebecca C. Potts
Exp. of term: 2/10/10

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STATE OF)
) SS:
COUNTY OF)

On this ____ day of May, 2007, before me personally appeared _____, to me personally known, who being duly sworn, says that (s)he is _____ of Westlake Longview Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

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IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be duly executed as of May 31, 2007.

ASSIGNOR:

EASTMAN CHEMICAL COMPANY

By: _____
Name: _____
Title: _____

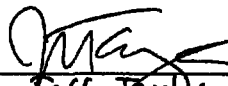
OWNER TRUSTEE:

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name: _____
Title: _____

ASSIGNEE:

WESTLAKE LONGVIEW CORPORATION

By:  _____
Name: Jeff Taylor
Title: Vice President

RLH

OWNER PARTICIPANT:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: _____
Name: _____
Title: _____

STATE OF)
) SS:
COUNTY OF)

On this ____ day of May, 2007, before me personally appeared _____, to me personally known, who being duly sworn, says that (s)he is _____ of Eastman Chemical Company, that said instrument was signed and sealed on behalf of said corporation by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

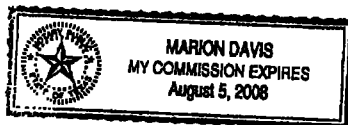
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STATE OF Texas)
) SS:
COUNTY OF Harris)

On this 31st day of May, 2007, before me personally appeared Jeff Taylor, to me personally known, who being duly sworn, says that (s)he is Vice President of Westlake Longview Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Vice President, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Marion Davis



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IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be duly executed as of May 31, 2007.

ASSIGNOR:

ASSIGNEE:

EASTMAN CHEMICAL COMPANY

WESTLAKE LONGVIEW CORPORATION

By: _____
Name: _____
Title: _____


By: _____
Name: _____
Title: _____

OWNER TRUSTEE:

OWNER PARTICIPANT:

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 
Name: **Maryanne J. Dufresne**
Title: **Vice President**

By: _____
Name: _____
Title: _____

STATE OF Connecticut)
) SS:
COUNTY OF Hartford)

On this 1st day of June, 2007, before me personally appeared Maryanne Y. Dufresne, to me personally known, who being duly sworn, says that (s)he is ~~Vice President~~ of U.S. Bank National Association, that said instrument was signed and sealed on behalf of said national banking association by authority of its ~~Vice President~~, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(NOTARIAL SEAL)

Karen R. Felt

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/2009

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STATE OF)
) SS:
COUNTY OF)

On this ____ day of May, 2007, before me personally appeared _____, to me personally known, who being duly sworn, says that (s)he is _____ of General Electric Capital Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

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IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be duly executed as of May 31, 2007.

ASSIGNOR:

EASTMAN CHEMICAL COMPANY

By: _____
Name:
Title:

OWNER TRUSTEE:

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

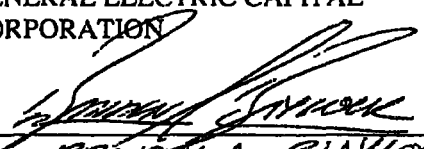
ASSIGNEE:

WESTLAKE LONGVIEW CORPORATION

By: _____
Name:
Title:

OWNER PARTICIPANT:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 
Name: BRANDON S. BLAYLOCK
Title:

State of Connecticut

ss. (Stamford)

County of Fairfield

On this 1st day of June 2007, before me, Diane Marie Simalchik, the undersigned officer, personally appeared Brandon A. Blaylock, who acknowledged himself to be an Attorney-in-Fact for General Electric Capital Corporation and that he as Attorney-in-Fact, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Attorney-in-Fact.

In witness whereof I hereunto set my hand.

DIANE MARIE SIMALCHIK
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2010


Diane Marie Simalchik
Notary Public

My Commission Expires:
November 30, 2010

EXHIBIT A

Description of Equipment

<u>No of Units</u>	<u>Description</u>	<u>Car Numbers</u>
109	Plastic Pellet Hopper Cars	ETCX 158701 through ETCX 158810, inclusive, except ETCX 158746

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/8/07



Robert W. Alvord